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the X-MEN

HUMANITY HAS NEVER SEEN MORE AWESOME ARCH-FIENDS THAN...

THE BLOB and THE VANISHER

HUMANITY HAS NEVER FACED A DEADLIER DISASTER THAN

DOOMSDAY!

BONUS!

STARTING IN THIS BLOCKBUSTER ISH... A NEW SMASH SERIES...

THE ORIGINS OF THE X-MEN

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X-MEN! THE MOST UNUSUAL FIGHTING TEAM OF ALL TIME!™

"The SINISTER SHADOW OF... DOOMSDAY!"

SUCCINCT SYNOPSIS OF THE MONTH: THE UNCANNY X-MEN HAVE TAKEN OVER THE MOUNTAIN FORTRESS OF FACTOR THREE-- ONLY TO FIND THAT IT IS NOW DESERTED...

SO--YOU HAVE ESCAPED THE FATE TO WHICH I HAD SENTENCED YOU-- TO NO AVAIL!

FOR, NOTHING CAN PREVENT MY FORCES FROM BRINGING ABOUT A THIRD WORLD WAR- IN WHICH THE INFERIOR RACE OF HOMO SAPIENS SHALL PERISH!

IT'S A GIANT VISUAL IMAGE OF THE MUTANT-MASTER... MOCKING US!!

WE MUST FIND A WAY TO STOP HIS MAD SCHEME--

BUT HE SEEMS SO SURE OF HIMSELF--SO RUTHLESSLY CONFIDENT!

THE MUTANT-MASTER-- THE SINISTER, FOREBODING KINGPIN OF FACTOR THREE FOR WHOM WE'VE SEARCHED THESE LONG, DESPERATE WEEKS!

YET, EVEN THOUGH WE'VE SEEN HIM FACE TO FACE, HE'S STILL AS MUCH OF AN ENIGMA AS EVER!

THAT'S THE WAY ALL WOULD-BE WORLD-BEATERS HAVE BEEN--UNTIL SOME-BODY TOOK THEM DOWN A PEG!

SMILIN' STAN LEE EDITS AND ELSEWISE ENHANCES A ROY THOMAS-DON HECK SHIMMERING CHEF D'OEUVRE!

INKED BY: GINGERLY GEORGE BELL

LETTERED BY: ELFISH L.P. GREGORY

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THEN, AS THE LEERING IMAGE *FADES*...

STRANGE... EVEN THOUGH WE'RE FREE TO TRY TO *STOP* HIM, THE MUTANT-MASTER SEEMS COMPLETELY *UNWORRIED!*

YES! IT WAS ALMOST AS IF HE KNEW WE'D NEVER *FIND* HIM IN TIME!

--OR BE ABLE TO RESCUE *PROFESSOR X* OR THE *BANSHEE* FROM HIS GRASP!

AND HE MAY JUST BE *CORRECT*, GROUP...

--IF WE DON'T AVAIL OURSELVES OF THE NEAREST FACILITIES *OUT* OF HERE, THAT IS!

OR, TO *REPHRASE* MY COMMENT--THIS PLACE IS GOING TO *BLOW UP!*

HUH? WHAT MAKES YOU THINK--?

SAVE IT FOR *LATER*, ANGEL!

IF HANK SAYS WE'RE IN *DANGER*, THAT'S GOOD ENOUGH FOR ME!

MOVE IT, X-MEN!

SWIFTLY, UNHESITATINGLY, THE TRAINED X-MEN FOLLOW THEIR DEPUTY LEADER'S *ORDERS*...

IT'S INDEED FORTUNATE THAT FACTOR THREE'S *FLYING EGGSHELLS* ARE AS SIMPLE TO PILOT AS OUR LATE, LAMENTED *X-COPTER*, EH, SCOTTY?

YES, HANK-- BUT WHAT ABOUT THAT HUNCH OF YOURS THAT THE ENTIRE *MOUNTAIN* WAS ABOUT TO *EXPLODE?*

YEAH, BEASTIE! WE'RE ALREADY *LIFTING OFF* FROM IT--AND IT'S STILL *INTACT!*

IT WAS FAR MORE THAN A MERE *CONJECTURE*, MY SKEPTICAL CHUMS!

MY COGENT CALCULATIONS WERE MADE ON THE BASIS OF THOSE MOST DEPENDABLE OF SENSORS-- MY TALENTED *TOOTSIES!*

THEY DETECTED THE PRESENCE OF A *BOMB*--HIDDEN BENEATH THE VERY *FLOOR!*

WHAT? YOU MEAN WE RAN LIKE SCARED RABBITS BECAUSE OF YOUR ITCHIN' *TOES?*

NOTHIN' *PERSONAL*, BEASTIE--BUT, OF ALL THE *HARE-BRAINED*--!

THE NEXT EARTH-SHATTERING INSTANT, BEFORE THE INDIGNANT ICEMAN CAN *FINISH*--

BUH-ROOM

UH--IS THERE ANY CHANCE OF STRIKIN' THAT LAST REMARK FROM THE *RECORD?*

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NEVER MIND, BOBBY! WE'VE GOT MUCH MORE **URGENT** THINGS TO DO THAN **KEEP SCORE!**

JUST THE SAME, HANK--THAT SHOULD REMIND US TO PUT MORE **FAITH** IN THOSE FEET OF YOURS IN THE FUTURE!

I COULD **PREFER** THAT YOU BE UTTERLY CHARMED BY MY IRRESISTIBLE **PERSONALITY** RATHER THAN MY OVER-SIZED **PEDAL EXTREMITIES...**

BUT, LIKE YOU SAID--WE'VE MORE **IMPORTANT** MATTERS TO WORRY ABOUT...

--SUCH AS WHETHER WE CAN HALT FACTOR THREE'S MAD SCHEME TO SET OFF A THIRD AND FINAL **WORLD WAR!***

WHAT'S OUR **NEXT STEP,** MR. SUMMERS?

BACK TO THE **SCHOOL,** MR. Mc COY! IT'S ALL WE CAN **DO...**

--UNTIL THE MUTANT-MASTER TIPS HIS **HAND!**

*AS MIND-STAGGERINGLY UNVEILED **LAST ISH!** --SCORE-KEEPER STAN.

MEANWHILE, IN **ANOTHER** SECRET HQ, HALF A WORLD AWAY...

THOSE INFERNAL TEEN-AGERS MAY WELL HAVE **ESCAPED** FOR THE MOMENT, CHANGELING-- BUT THAT ALTERS **NOTHING!**

MY PLAN--TO SET **EAST** AGAINST **WEST**--MUST STILL BE CARRIED OUT ON SCHEDULE, BY OUR FELLOW SO-CALLED **EVIL MUTANTS!**

YES, SIRE! STILL, THERE IS ONE THING I DO NOT **COMPREHEND...**

HOW DID THE TWO **MAGNO-DISKS** COME TO BE LEFT--COMPLETELY **OPERATIONAL**--IN OUR BASE THAT EXPLODED?

FOOL! WHAT CAN SUCH THINGS **MATTER?** WE AIM AT NOTHING LESS THAN TO ESTABLISH **MUTANT SUPREMACY** OVER THE REMNANTS OF A WAR-TORN PLANET--

--AND YOU WASTE YOUR THOUGHTS ON INSIGNIFICANT **TRIFLES!**

HAVE A **CARE,** SIRE! NO MAN-- OR **MUTANT**--CALLS THE **CHANGELING** A FOOL!

FOR, **IMMOBILE** AS YOU ARE, YOU CAN DO NOTHING WITHOUT MY **HELP!**

WAS IT NOT **I** WHO GATHERED OUR AGENTS-- FROM AMONG THE X-MEN'S GREATEST **ENEMIES?** DID I NOT--

HOLD YOUR **TONGUE,** KNAVE-- LEST I ABRUPTLY **DISPOSE** OF YOUR SERVICES--**THUS!**

BEHOLD HOW I ACTIVATE LETHAL, INVINCIBLE **WEAPONS** WITH JUST THE SLIGHTEST **THOUGHT--**

THEN, ASK YOURSELF IF **ANY** THAT LIVE ARE NECESSARY TO THE SUCCESS OF... THE **MUTANT-MASTER!**

THAT **LASER!** IT COULD HAVE **OBLITERATED** ME WHERE I STOOD!

ZZZZZ

AAP!

HAH! I NEED NO PUNY MIND-READING POWERS TO SENSE THE STARK FEAR WHICH MY LITTLE DISPLAY HAS INSPIRED IN YOU!

REMEMBER-- THOUGH YOU ARE A FELLOW MUTANT-- WITH A POWER THAT MAY SOME DAY BE OF USE TO ME--

YOU ARE IN NO WAY THE EQUAL OF THE UNDISPUTED LEADER OF FACTOR THREE!!

NEVER BEFORE HAVE I SEEN HIM SO FURIOUS-- SO MAD WITH THE THOUGHT OF HIS OWN SUPREMACY!

I MUST DIVERT HIM-- LEST HE DESTROY EVEN ME!

IN NO WAY DID I MEAN TO CHALLENGE YOUR LEADER-SHIP, MASTER!

I DESIRE MERELY TO SERVE OUR COMMON CAUSE--AND DE-STROY THE RACE OF HOMO SAPIENS!

THEN, DO NOT FORGET TO SERVE OUR CAUSE--IS TO SERVE THE MUTANT-MASTER!

FOR, IT IS I WHO HAVE DESIGNED OUR MANY WEAPONS AND DEVICES--

--SUCH AS THIS MAMMOTH, FLOATING SPHERE IN WHICH WE NOW AWAIT SUCCESS... UNDETECTED BY EVEN THE HUMANS' MOST MODERN RADAR!

"AND, IT IS MY MASTER PLAN THAT IS EVEN NOW BEING CARRIED OUT ON EARTH--AN IN-FALLIBLE PLOT WHICH SHALL SOON LEAD EAST AND WEST INTO A VENGEFUL, DE-STRUCTIVE NUCLEAR WAR..."

"...A WAR THAT WILL MEAN THE END FOR ALL TIME OF THE CIVILIZATION OF HOMO SAPIENS!"

"THEN, THE DAY OF THE MUTANTS SHALL BE UPON US--AND HOMO SUPERIOR SHALL INHERIT THE EARTH--"

"--OR, TO BE MORE PRECISE, WHAT REMAINS OF THE EARTH!!"

AT THIS VERY INSTANT, THE **BLOB** AND THE **VANISHER** ARE PUTTING MY PLAN INTO OPERATION--WHILE **MASTERMIND** AND THE UNTOUCHABLE **UNUS** ARE STANDING BY!

SO, SPEAK NOT TO ME OF UNIMPORTANT **DE-TAILS**--SUCH AS HOW THE **X-MEN** ESCAPED THE **OBLIVIO-RAY!**

FOR, IF THEY DARE INTERFERE, CAN I NOT EASILY **DE-STROY** THEM--WITH WEAPONS SUCH AS **THIS??**

WITH A MERE **THOUGHT** HE ACTIVATES THE **SHOCK-RAY**--ONE OF THE SPHERE'S MANY DEFENSES!

ITS **SONIC WAVES** PERMEATE THE CHAMBER--FILL MY HEAD LIKE DEAFENING **THUNDER!**

PLEASE, SIRE--TURN IT **OFF!**

RUMMMMMM

THEN, AS THE DEVICE IS SUDDENLY **SILENT...**

THAT SHOULD BE ENOUGH TO ENSURE YOUR **LOYALTY!**

MY LOYALTY TO OUR CAUSE **NEEDS** NO SUCH DISPLAY, MASTER!

PERHAPS NOT--BUT I LEAVE NOTHING TO CHANCE! **ERRORS** ARE FOR MERE **MEN**--NOT ONE SUCH AS **I!**

TRUE, SIRE!

THAT IS WHY, IN A MATTER OF **HOURS,** THE EARTH SHALL BELONG TO **FACTOR THREE!**

AND NOW, CHANGELING, IT IS TIME WE **CONTACTED** THE BLOB AND THE VANISHER BEHIND THE **IRON CURTAIN**--TO ASCERTAIN THAT ALL GOES **WELL!**

IS THAT **WISE,** MASTER? WHAT IF SOMEONE **INTERCEPTS--?**

WHAT? DO YOU **AGAIN** QUESTION MY WILL, FOOL?

NO, SIRE! I SHALL DO AS YOU **BID!**

THUS, SECONDS LATER, THE ENIGMATIC **CHANGELING**--WHOSE MYSTERIOUS POWER IS KNOWN ONLY TO HIMSELF AND THE FEARSOME ENTITY CALLED THE **MUTANT-MASTER**--STANDS BEFORE A TOWERING **RADIO GENERATOR...***

THE **BLOB** REPORTS THAT ALL HAS GONE ACCORDING TO **PLAN,** SIRE!

EXCELLENT! THEN, YOU MAY **LEAVE** ME--**AT ONCE!**

THE MASTER GROWS MORE INTOLERABLY **ARROGANT** WITH EACH PASSING MINUTE!

WE MUTANTS AGREED TO SERVE HIM OUT OF **HATRED** FOR NORMAL HUMANS--BECAUSE OF THEIR **FEAR** AND **HOSTILITY** TOWARDS US!

YET, HAVE WE MERELY EXCHANGED OUR ROLES AS **OUTCASTS**--FOR THOSE OF **SLAVES?**

BUT, WE SHALL CONSIDER THAT **LATER**--WHEN THE WORLD OF **HOMO SAPIENS** LIES IN SMOLDERING, RADIOACTIVE **RUINS!**

*FOR THOSE **HAM RADIO** ADDICTS IN OUR EVER-LOVIN' AUDIENCE, WE MIGHT POINT OUT THAT THIS GENERATOR WORKS ON A SPECIAL ULTRA-HIGH FREQUENCY AUDIBLE ONLY TO **DOGS** AND **EVIL MUTANTS!** --SCIENCE-MINDED STAN.

THEN, AFTER THE BROODING SECOND-IN-COMMAND HAS DEPARTED...

THE FOOL IS RESTIVE--RESENTFUL--BUT HE SUSPECTS NOTHING!

NOR SHALL HE--UNTIL IT IS MUCH, MUCH TOO LATE!

AND, EVEN IF HE DID--IT WOULD AVAIL HIM NAUGHT!

NOT HE--NOR ALL THE EVIL MUTANTS ALIVE--COULD STAND AGAINST SUCH POWER AS I POSSESS--

--SHEER, UNBRIDLED POWER WHICH COULD SMASH THEM AS EASILY AS I DEMOLISH THAT PIECE OF WORN-OUT EQUIPMENT!

FOR, WHEN THE MUTANTS RULE THE WORLD--I SHALL RULE THE MUTANTS!!

BUT, AT THAT SAME MOMENT, IN PROFESSOR XAVIER'S SCHOOL FOR GIFTED YOUNGSTERS.

I CAN HARDLY BELIEVE IT!

WHAT A STROKE OF LUCK!

SO IT WOULD SEEM! FUNNY THAT CEREBRO SHOULD PICK OF THOSE TWO SETS OF RADIO SIGNALS JUST NOW!

AT LEAST, NOW WE KNOW WHERE TO GO!

WE'VE GOT TO HURRY--IF WE'RE TO HAVE A CHANCE TO PREVENT A NUCLEAR HOLOCAUST!

AND, AS AN ITEM OF NECESSARILY SECONDARY IMPORTANCE, WE MUST THEN TRY TO LOCATE THE MUTANT-MASTER!

WE CAN ONLY HOPE THAT, WHEN WE DO, THE PROFESSOR AND THE BANSHEE ARE STILL ALIVE!

EXACTLY SIXTY SECONDS LATER..

GOOD THING WE'VE GOT THESE EGG-SHAPED BABIES!

EVEN MY HIGH-FLYIN' WINGS WOULDN'T GET ME BACK TO EUROPE IN TIME!

IF ONLY WE DIDN'T HAVE TO SPLIT INTO GROUPS--DIVIDING OUR POWERS..!

DON'T LET IT WORRY YOU, JEANIE! WE'VE GOT ALL THE POWER ANY SELF-RESPECTING SUPERHERO TEAM COULD WANT!

WHO NEEDS SCOTTY'S OPTIC BEAMS--AND BOBBY'S ICE BLASTS--WHEN WE'VE GOT HANK'S FANTASTIC FEET ON OUR SIDE?

MANY THANKS FOR THE VOTE OF CONFIDENCE, MY FEATHERED FRIEND!

STILL, I'LL WITHHOLD MY OWN COGENT COMMENTS UNTIL LATER--

--IF THERE IS A LATER!

I KNOW WARREN AND HANK ARE JUST PUTTING ON A SHOW FOR MY BENEFIT--SO THAT I WON'T WORRY ABOUT SCOTT!

BUT I CAN'T HELP WONDERING...IF I'LL EVER SEE THE ONE I LOVE...AGAIN..!

NO!! I MUSTN'T ALLOW MYSELF TO CONSIDER THE POSSIBILITY THAT WE MIGHT FAIL!

WE MUST SUCCEED! WE MUST!!

AND, SUCH IS THE MIND-STAGGERING **SPEED** OF FACTOR THREE'S FANTASTIC AIRCRAFT THAT, IN AN INCREDIBLY SHORT TIME, THE MUTANT TRIO HAS ARRIVED AT A CERTAIN LOCATION IN **EASTERN EUROPE**...

IT'S **AMAZING!** WE FLEW HERE SO FAST THAT NO EXISTING **RADAR** COULD POSSIBLY HAVE **DETECTED** US!

THAT'S ALL TO OUR **ADVANTAGE**, JEANIE! OTHERWISE, WE'D HAVE BEEN DENIED ENTRANCE AS DEFINITELY **UNDESIRABLE ALIENS!**

YET, WE'RE ACTUALLY HERE TO SAVE THE ENTIRE **HUMAN RACE**--

INCLUDING OUR ANTI-CAPITALISTIC COMRADES!

AND, IT'S NOT GONNA BE EASY TO **DO!**

MY **RECONNAISSANCE FLIGHT** REVEALED THAT THAT **MEDIEVAL CASTLE** OVER THERE IS GUARDED LIKE **FORT KNOX!**

"WHAT'S MORE, THERE'S A TOP-SECRET **CONFERENCE** GOING ON--COMPOSED OF EVERY MILITARY BIG-WIG EAST OF **CHECKPOINT CHARLIE**..."

"IF ANYTHING WERE TO **HAPPEN** TO THEM--IT COULDN'T HELP SMELLING LIKE AN **AMERICAN PLOT!**"

"YET, WE KNOW THAT--**SOMEHOW**--FACTOR THREE HAS PLACED A POWERFUL **BOMB** ON THE PREMISES--TIMED TO **EXPLODE** ANY MINUTE NOW..."

"AND WHEN IT DOES--IT MAY SIGNAL THE END OF **MANKIND!!**"

***SPECIAL NOTE**: YOUR EVER-BLABBIN' BULLPEN JUST HADDA PRESENT THIS **CUTAWAY DRAWING** OF THE MENACING DEVICE--SO YOU'D KNOW WE WEREN'T PUTTIN' YOU ON!
-- STOOLIE STAN.

OUR ONLY HOPE IS TO **CRASH** THE CONFERENCE AND **FIND** THE BOMB--

--BEFORE IT'S **TOO LATE**--FOR **EVERYONE!!**

YET, IT SEEMS **IMPOSSIBLE!** IF ONLY WE KNEW WHERE IT **WAS!**

THIS IS SCARCELY THE TIME FOR **WISHFUL THINKING**, MISS GREY! WE'VE GOT TO ACT--**NOW!**

THEN, WITH THE GLIDING GRACE OF A SWIFT **FALCON**, THE ANGEL STREAKS **SKYWARD**, AND...

I MAY BE A **SLOWPOKE** COMPARED TO THOSE FLYING **EGGSHELLS**...

BUT I THINK I MOVED FAST ENOUGH TO GET US UP HERE **UNSEEN!**

I'M WORRIED ABOUT **HANK!** HE WAS TOO HEAVY TO **CARRY**...

HOLD IT! I JUST SAW SOMETHING **MOVE**--DOWN THERE IN THE **SHADOWS!**

WHILE, A FEW DOZEN FEET **BELOW**...

TWO COSTUMED FIGURES--ONE OF WHOM HAS **WINGS!**

THEY CAN ONLY BE **ENEMIES!** I MUST BRING THEM **DOWN**--!

I REALLY HAVEN'T THE TIME TO EXPLAIN THE PRECISE **REASONS** FOR MY REQUEST, FRIEND...

BUT, I'D RATHER PREFER THAT YOU **DIDN'T!**

MMMFF!

HOWEVER, EVEN THE AGILITY OF THE *BEAST* CANNOT STOP THE FALLING WEAPON FROM ACCIDENTALLY *FIRING*...

BRATARD!

UH OH! THAT BRIEF BURST SHOULD BE SUFFICIENT TO AROUSE THE LOCAL *GENDARMES*--!

AND, UNFORTUNATELY, THE APE-LIKE *X-MAN* HAS GUESSED CORRECTLY...

SHOTS! SOMEONE IS ATTEMPTING TO KILL OUR *MILITARY LEADERS!*

THERE! THAT MASKED *INTRUDER* STANDING OVER A FALLEN GUARD--!

TAKE NO *CHANCES!* *WOUND* HIM--AND CAPTURE HIM FOR *QUESTIONING!*

HE IS ONLY *ONE MAN!*

"ONE MAN"? RATHER, THE BATTLING HANK P. McCOY IS *ONE X-MAN*--AND THAT IS QUITE ANOTHER *THING*, INDEED!

UHNN! HE FIGHTS LIKE A WILD *BEAST!*

MAY I CONSIDER THAT A SOMEWHAT LEFT-HANDED *COMPLIMENT?*

BOK

HK

GET HIM! HE IS A PAID *ASSASSIN* FOR THE WESTERN POWERS!

OVER-WHELM HIM BY SHEER FORCE OF NUMBERS!

WE HAVE ALREADY *DONE* THAT, COM-RADE CAPTAIN!

--ALTHOUGH YOU WOULD HARDLY *NOTICE* IT!

MEANWHILE, FROM AN UNSEEN VANTAGE POINT A SHORT DISTANCE AWAY...

EVEN THE *BEAST* CAN'T HOLD OUT FOR LONG AGAINST SO *MANY!*

YOU *KNOW* WE CAN'T, JEAN... NOT IF HANK'S SACRIFICE IS TO HAVE ANY *MEANING!*

I KNOW THAT OUR *PLAN* WAS FOR HIM TO *DIS-TRACT* THE GUARDS-- BUT CAN'T WE--?

WE'VE GOT TO GET TO THOSE *MILITARY BRASS*, AND--

LOOK-- STRAIGHT *AHEAD* OF US!

IT'S THE *VANISHER*--AND THE *BLOB*-- WITH A HANDFUL OF HOODED CREEPS!

TRY TO GET *AROUND* 'EM, GAL--WHILE I MAKE LIKE *HORATIO AT THE BRIDGE!*

BRASH FOOLS! DID YOU! REALLY THINK TO THWART *FACTOR THREE?*

SKIP THE FANCY WORDS, VANISHER! I'VE GOT A *SCORE* TO SETTLE WITH THOSE PANTY-WAIST *PUNKS*--

--AND I'M SETTLIN' IT *RIGHT NOW!*

AT THIS PULSATING POINT, FAITHFUL ONE, WE REGRET THAT WE MUST MOMENTARILY **INTERRUPT** OUR SENSE-SHATTERING NARRATIVE--BUT WE THOUGHT THAT, AFTER LO, THESE MANY ISSUES, IT WAS TIME THAT WE HEARD FROM A DECIDEDLY IMMOBILIZED **PROFESSOR X--**

YOU'RE **MAD**, CHANGELING--OR WHATEVER YOU CALL YOURSELF! BOTH YOU AND THE SELF-STYLED **MUTANT-MASTER** WILL SURELY **FAIL!**

MY **X-MEN** WILL STOP YOUR INSANE PLAN TO PLUNGE THE EARTH INTO **NUCLEAR WAR!**

YOUR **FAITH** IN YOUR OVERRATED PROTÉGÉS IS MOST **TOUCHING**, MY DEAR PROFESSOR!

BUT, WE HAVE WARNED OUR MUTANT AGENTS TO BE **READY** FOR THEM--AND THEIR INTERFERENCE WILL ONLY BRING THEM... **DEATH!**

THEY SHALL NOT EVEN LIVE TO SEE THE **ATOMIC ARMAGEDDON** WHICH YOU SEE MIRRORED ON OUR **PREDICTOSCOPE!**

STILL, ONE THING **PUZZLES** ME! IF THE ENTIRE PLANET BECOMES A **RADIOACTIVE RUIN**--EVEN THE **MUTANTS** ARE DOOMED TO DIE!

YOU RECKON WITHOUT THE SCIENTIFIC WIZARDRY OF **FACTOR THREE**, FOOL!

LOOK HOW **SIMPLE** IT WAS TO DESIGN A DEVICE WHICH ALLOWS YOU TO **HEAR** AND **SPEAK**--YET BE OTHERWISE **HELPLESS!**

YOU AND THE ACCURSED **BANSHEE** WERE ALLOWED TO LIVE ONLY SO THAT YOU MAY WITNESS OUR ULTIMATE **TRIUMPH!**

THEN, YOU TOO MUST BE **DISPOSED** OF!

IT IS **YOU** WHO ARE TRULY THE **FOOL**, CHANGELING!

MARK MY WORDS--THE ONE YOU CALL THE **MUTANT-MASTER** MEANS TO **BETRAY** YOU... AS SOON AS THE **HUMANS** ARE DESTROYED! HE--⇒ **OOOFF!**⇐

YOU **LIE**, BLASPHEMOUS ONE! NOW, BE **SILENT**--BEFORE I EXECUTE YOU **AT ONCE!**

WHAK!

JUST THEN, WITHOUT WARNING...

YOU SHALL EXECUTE **NO ONE**, LACKEY! IT IS ONLY FOR THE **MUTANT-MASTER** TO DECIDE WHO IS TO **LIVE**--AND WHO TO **DIE!**

DO NOT SEEK TO GATHER MORE **POWER** TO YOURSELF--LEST YOU INCUR MY ALL-CONSUMING **WRATH!**

IT'S THE **MASTER!** I FORGOT THAT HIS MOBILE **PLATFORM** ALLOWS HIM TO MOVE ABOUT ALMOST AS FREELY AS **I!**

PARDON, SIRE! DO NOT ACTIVATE YOUR DEADLY **WEAPONS** AGAINST ME! I MERELY--

ZIT!

YOU ARE MERELY **AMBITIOUS**, UNDERLING--A QUALITY WHICH I **DETEST** IN THOSE WHO SERVE ME!

NOW **BEGONE**--FOR I DESIRE TO WORK IN THIS CHAMBER UNDISTURBED BY YOUR CLAMOROUS CHATTER--UNTIL OUR AGENTS REPORT THAT OUR PLAN HAS **SUCCEEDED!**

AT THAT VERY MOMENT, AS A WHIMSICAL *FATE* WOULD HAVE IT...TWO *OTHER* UNCANNY X-MEN ARE HAVING THEIR *OWN* PARTICULAR PROBLEMS...

WHAT IN BLAZES ARE YOU TWO *TALKING ABOUT*?

YOU JUST SUMMED IT UP IN A *NUTSHELL*, COLONEL! I KNOW IT'S HARD TO *BELIEVE*, BUT--

DO YOU REALLY EXPECT ME TO SWALLOW YOUR STORY ABOUT A PLAN TO *INFILTRATE* THIS BASE--AND FIRE *ATOMIC MISSILES* TOWARDS THE *IRON CURTAIN*?

HARD TO BELIEVE?

YOU'VE GOT TO BE *KIDDING*!

...IT'S TOTALLY *ABSURD*--COMPLETELY *BEYOND POSSIBILITY*!

NOW, I'M GIVING YOU TEN SECONDS TO *CLEAR OUT* OF HERE--OR I'LL HAVE YOU TOSSED IN THE *STOCKADE* FOR THE NIGHT!

YOU'RE NOT EXACTLY LEAVING US MUCH *CHOICE*, COLONEL...

IF YOU DON'T *INVESTIGATE* OUR STORY--WE'LL HAVE NO CHOICE BUT TO START DESTROYING YOUR *MISSILES*!

MUST TRY TO *BLUFF* OUR WAY THRU! ACTUALLY, THERE ARE FAR *TOO MANY* MISSILES TO DESTROY... IN *TIME*...!

I'VE HEARD *ENOUGH*!

GUARDS--HAVE THESE TWO *LOCKED UP* FOR THE NIGHT... WHILE I CALL THE *PENTAGON* ABOUT THIS!

YES, *SIR*!

COME *ALONG*, YOU TWO, BEFORE-- *HOLY HANNAH*!

SORRY, SOLDIER, BUT YOUR PRO-CESS IS *TOO SLOW*!

COME ON, ICEMAN! WE'VE GOT TO *ACT*-- AND EXPLAIN *LATER*!

HPT!

I'M WITH *YOU*, LEADER-MAN!

=UMMFF!= MY HANDS-- FROZEN *SOLID*!

THERE ARE TOO MANY *GUARDS*! SOMEBODY'S BOUND TO GET *HURT*!

WE'D BETTER TAKE THE *SCENIC ROUTE* OUT OF HERE-- *FAST*!

BRAKK

HALT, BOTH OF YOU! I DON'T WANNA HAVE TO *SHOOT*! =OOOFF!=

TO TELL THE TRUTH, I DON'T MUCH *WANT* YOU TO, PAL!

HOW'S *THAT* FOR AN EVER-LOVIN' *CONSENSUS*?

AIR POLICE

FLIP!

YET, EVEN AS THE DESPERATE TEENAGERS RUSH *OUTSIDE*..

WHAT DID YOU SAY, SIR?-- YEAH, I *HEARD* YOU RIGHT!

OKAY, CHARLIE--THE COLONEL SAYS WE'VE GOTTA *STOP* THOSE TWO GUYS OVER THERE--NO MATTER *HOW*!

IT'S *NUTTY*--A WHOLE BLASTED *MISSILE BASE* AGAINST TWO CRAZY KIDS IN *COSTUMES*!

BRAKKAB

BRAKKA

IF THIS IS SOME KIND'A *GAG*, MAYBE A SHORT BURST'LL SCARE 'EM TO THEIR *SENSES*!

AIR POLICE

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THE NEXT SECOND, A WITHERING BURST OF **GUNFIRE** RINGS OUT...

LOOK OUT, CYKE! THESE GUYS MEAN **BUSINESS!**

STILL, THEY'RE FIRING **LOW**-- GIVING US A SECOND CHANCE TO **SURRENDER!**

WE'VE GOT TO **USE** THAT BREAK--IF WE'RE GOING TO STOP THE EARTH FROM GOING UP IN **SMOKE!**

BRATTA BRATTA BRATTA

USE YOUR **FULL POWERS** BOBBY-- TO **DESTROY** ALL THESE MISSILES--

NOW!!

ZAP!

WE'LL DO THE BEST WE **CAN**, SCOTTY! BUT, THIS BASE IS **HUGE**--THERE ARE **HUNDREDS** OF MISSILES HERE!

AND, THE MILITARY CONSIDERS US **ENEMIES**--SO THEY'RE TOSSING EVERYTHING THEY'VE **GOT** AT US!

EVEN IF OUR **POWERS** MIGHT LAST LONG ENOUGH TO TAKE OUT ALL THE ROCKETS--

--WILL **WE??**

BOOM!

WE'VE **GOT** TO, LAD--OR **DIE TRYING!**

IF WE FAIL, **FACTOR THREE** WILL HAVE WON--AND THE HUMAN RACE IS **FINISHED!!**

MEANWHILE, THOUSANDS OF MILES AWAY, THREE *OTHER* MARVELOUS MUTANTS COULD MAKE THE VERY SAME *STATEMENT* JUST ABOUT NOW...

STAND ASIDE! LET THE *BLOB* TACKLE THEM!

THIS IS NO TIME FOR PERSONAL *VENGEANCE*, CLOWN!

QUICKLY, AGENTS-- DESTROY THE X-MEN WITH *RAY BLASTS*!

YES, VANISHER!

UH OH! DON'T KNOW IF I CAN *REACH* THEM IN TIME!

I'LL *BUY* YOU THAT TIME, ANGEL--WITH MY *TELE-KINETIC POWER*!

ALMOST INSTANTANEOUSLY...

FZZT!

THAT WOODEN *DOORWAY* STOPPED THE *FIRST* BLAST!

BUT, IT MAY NOT SHIELD US FROM THE *NEXT* ONE!

THERE WON'T *BE* A NEXT ONE, LADY--

--NOT IF THE HIGH-FLYING *ANGEL* HAS ANYTHING TO SAY ABOUT IT!

CAN'T WASTE ANY TIME ON THESE *FACTOR THREE* BOZOS!

I'VE GOT TO GET PAST THEM ALL--IN TIME TO WARN THE *GENERALS* IN THE CHAMBER JUST BEYOND!

BUT SUDDENLY, AN IMMENSE, IMMOVABLE *FORM* SEEMS TO MATERIALIZE IN WARREN'S AERIAL PATH...

NOT SO *FAST*, SONNY BOY! *NOTHIN'* GETS PAST... THE *BLOB*!!

THWUMP!

=MMMFF!E WHERE'D *HE* COME FROM? HE WASN'T THERE A *MOMENT* AGO--!

VANISHER--MUST HAVE *TELEPORTED* HIM SOMEHOW--!

SO, YOU WANNA GET INTO THE ACT *TOO*, RED RIDING HOOD!

WELL, GO *AHEAD*-- FOR ALL THE *GOOD* IT'LL DO YOU!

KRAK!

HE'S AS *INVULNERABLE* AS EVER!

BUT, AT LEAST THE *ANGEL* GOT AWAY!

THANKS, GAL! I'LL TRY TO MAKE MYSELF WORTH YOUR *TROUBLE*!

FOR INSTANCE, I'LL START BY MAKING A LITTLE *COLLECTION*-- OF *RAY BLASTERS*!

WHOOSH

STOP HI-- =UNNHHH!=

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AN INSTANT LATER...

THOSE GUNS ARE TOO **COMPLICATED** FOR ME TO OPERATE AT A SECOND'S GLANCE--

SO, I'LL JUST TOSS 'EM OUT THE **WINDOW**-- WHERE THEY WON'T DO **ANYBODY** ANY GOOD!

KRA-SH!

ATTACK, ALL OF YOU-- BEFORE HE CAN **TURN AROUND**--!

TOO LATE! HE MOVES TOO **SWIFTLY!**

THOK!

I MAY NOT BE ANY **QUICKSILVER**-- BUT NOBODY EVER ACCUSED ME OF BEING A **SLOWPOKE**, EITHER!

I WONDER WHERE THE **BEAST** IS!? IF HE WAS ALL RIGHT, HE SHOULD **BE** HERE BY NOW!

WHILE ONLY A FEW FEET AWAY...

DON'T EXPECT **MERCY**, MARVEL GIRL, JUST BECAUSE YOU'RE A **WOMAN!** I'LL--

BLAST IT--**I MISSED!**

AH!

I **DODGED** THAT BLOW--BUT ONLY BECAUSE I'VE IMPROVED MY **LEVI-TATIONAL SKILLS** SINCE LAST WE MET!

YOU DIDN'T THINK I WAS GOING TO **POSE** FOR YOU, DID YOU?

YET, THIS IS GETTING US **NOWHERE**-- AND TIME IS **RUNNING OUT!**

AND, WHILE THE DESPERATE **ANGEL** MOMENTARILY PAUSES TO CONSIDER THE SAME FRIGHTENING **FACT**--

TURN AROUND, YOU WINGED FREAK!

I WANT TO SEE THE **LOOK** ON YOUR FACE WHEN I **GAS** YOU!

I **NEVER** DENY MY PANTING PUBLIC THE CHANCE TO GET A GLIMPSE OF ME, VANISHER--

--BUT I HOPE YOU WON'T MIND IF, JUST THIS ONCE, I TAKE A **RAIN CHECK!**

STAND **STILL**, YOU-- =UNNHHH!=

FWOOOSH!

JUST AS I **HOPED!** I MANAGED TO **UPSET** HIM--SO THAT HE WAS GASSED BY HIS OWN **WEAPON**-- BEFORE HE HAD TIME TO **TELEPORT** HIMSELF AWAY!

AND, MARVEL GIRL **ALSO** MAKES USE OF THE UNEXPECTED WIND-FALL...

NO! KEEP IT AWAY-- **AWAY**--!

I MANAGED TO CONCENTRATE ENOUGH OF THE GAS AROUND THE **BLOB**-- TO KNOCK HIM OUT!

AND, NOT A MOMENT TOO **SOON!**

THE GAS GOT HIM!

NOW, IF ONLY I CAN LEVITATE THE VANISHER FAST ENOUGH--KEEP HIM TOO DIZZY TO DISAPPEAR..!

GO, LADY, GO-- WHILE I HOLD THESE CREEPS!

DO YOUR WORST, YOU INFERNAL MEDDLERS!

YOU MAY HAVE DOWNED THE BLOB -- BUT YOU'LL NEVER STOP THE VANISHER!!

AND, THE CRIMSON-CLAD MUTANT IS AS GOOD AS HIS WORD--FOR, A SECOND LATER--

WHOOF!

HE'S GONE-- JUST AS HE DID BEFORE THE PROFESSOR BLANKED OUT HIS MEMORY!

NEVER MIND THAT, GAL! WE'VE GOT TO HURRY-- WARN THOSE GENERALS! THEN--

UNNHHH!

BLAM

WARREN--! WHAT--?

BUT, BEFORE THE COURAGEOUS MARVEL GIRL CAN ACT--

BOOM

BI

THE HOODED AGENTS OF FACTOR THREE... THEY MUST HAVE BEEN... ANDROIDS!

THEY--THEY'RE EXPLODING--! CAN'T STAND...THE FORCE...!

THE EXPLOSIONS ARE RELATIVELY SMALL, CONTROLLED BLASTS--MERELY ENOUGH TO FLOOR THE TWO STUNNED X-MEN! AND, MOMENTS AFTERWARD, AS THEY STUMBLE TO THEIR FEET, DAZED AND DEFENSELESS...

KEEP YOUR HANDS IN SIGHT, INTRUDERS!

DA! WE HAVE LITTLE MERCY FOR PAID ASSASSINS!

ASSASSINS??

DON'T YOU SEE? WE'RE THE ONLY ONES HERE BESIDES THE BLOB--SO THEY THINK WE'RE TRYING TO KILL THEIR MILITARY LEADERS!

ALL OF YOU--YOU'VE GOT TO LISTEN TO US! YOUR GENERALS ARE IN DANGER--TERRIBLE DANGER!!

NOT ANY MORE COMRADE--NOT SINCE WE HAVE CAPTURED YOU!!

IT'S NO USE, ANGEL! THEY'LL NEVER BELIEVE US--NEVER!

AND, I JUST REMEMBERED-- THE BEAST! WHAT HAVE THEY DONE TO HIM?

QUICKLY, HOWEVER, THE HELPLESS PAIR *LEARN* THE LOCATION OF HANK P. McCOY-- BUT UNDER SOMEWHAT LESS THAN AUSPICIOUS *CIRCUMSTANCES*...

JEAN! WARREN! SO THEY'VE INCARCERATED *YOU,* AS WELL!

MY ONLY HOPE WAS THAT *YOU TWO* HAD *ELUDED* OUR LESS-THAN-HOSPITABLE HOSTS!

AND YET, WHO CAN *BLAME* THEM? TO THEM, WE'RE NOTHING BUT *ENEMY ALIENS*-- AND *MASKED,* AT THAT!

WHAT ABOUT YOUR *STRENGTH,* HANK? CAN'T YOU HANDLE THOSE *BARS?*

NEGATIVE, MY FEATHERED FRIEND! HOWEVER, WE HAVE ONE RELUCTANT ROOMMATE WHO *CAN--!*

WOULD YOU BELIEVE... THE *BLOB!!*

BUT, HE'S AN AGENT OF *FACTOR THREE*-- LIKE THE VANISHER AND THOSE *ANDROIDS!*

STRANGE... EVEN THOUGH THERE'S A *BOMB* SOMEWHERE NEARBY... ABOUT TO *EXPLODE*...

--I CAN'T STOP THINKING ABOUT THOSE *ANDROIDS*--AND WHY THE MUTANT-MASTER *MASKED* THEM-- EVEN FROM HIS *MUTANT ALLIES!*

MEANWHILE, FROM A POINT THOUSANDS OF MILES AWAY, SEATED BEFORE A VAST COMMUNICATIONS COMPLEX WHICH MONITORS THE X-MEN'S EVERY *MOVE*...

EXCEPT FOR THE CAPTURE OF THAT BUMBLING *BLOB*-- EVERY PART OF MY FLAWLESS PLAN IS GOING ACCORDING TO *SCHEDULE!*

WITHIN MINUTES, AN *EXPLOSION* WILL OCCUR BEHIND THE *IRON CURTAIN*-- WHILE A BRACE OF *MISSILES* WILL LIFT OFF FROM THE *UNITED STATES!*

AND, IN THAT FINAL, FEARFUL MOMENT, THE *MUTANT-MASTER* SHALL HAVE ACHIEVED... *VICTORY!!*

NEXT ISH: THE FATEFUL FINALE!

BEHIND TRIPLE-LOCKED STEEL DOORS... IN A FORBIDDING, SELDOM-VISITED SECTION OF *PROFESSOR XAVIER'S SCHOOL FOR GIFTED YOUNGSTERS*... STAND ROW UPON ROW OF COLD, SILENT *FILE CABINETS*...

YET, IF THEY COULD BUT SPEAK, THEY WOULD UNVEIL A TREASURE-TROVE OF LITTLE-KNOWN INFORMATION ON COUNTLESS SUBJECTS.. FROM THE *TRIVIAL* TO THE UNIMAGINABLY *VITAL* ...

AND, *ONE* OF THESE MYRIAD METAL DRAWERS ... IDENTIFIED ONLY BY AN INNOCUOUS TYPEWRITTEN *CARD*... HIDES THE MOST CAREFULLY-GUARDED SECRET OF *ALL*...

Subject:
MUTANTS
Sub-topic:
The X-MEN

...THE SECRET HISTORY OF THE MYSTERIOUS BEINGS KNOWN AS..THE *X-MEN!!*

BEGINNING ... THE MOST-REQUESTED SUPER-HERO SERIES IN MARVELDOM :

THE ORIGINS OF THE X-MEN!

"A MAN CALLED... X"

PARADOXICALLY, OUR SAGA BEGINS *NOT* IN THE SOMBRE HALLS OF THAT UNIQUE SCHOOL, BUT IN A HEAVILY-GUARDED BUILDING IN OUR NATION'S *CAPITAL*, IN THE MIDDLE 1960'S ... AS A TV PROGRAM IS INTERRUPTED BY AN URGENT *NEWS BULLETIN* ...

...AND, HERE YOU SEE THE REACTION OF THE *CROWD* TO THE DISCOVERY THAT ONE AMONG THEM WAS A SUPER-POWERED *MUTANT!*

LUCKILY FOR *HIM*... OR PERHAPS FOR *THEM*... THE MUTANT *FLED*, RATHER THAN FACE THEIR WRATH!

MEANWHILE, SCENES LIKE THIS ARE BEING ENACTED ACROSS THE *COUNTRY!* IN THE *MIDWEST*...

THAT'S *ENOUGH*, BILL! TURN THE SET OFF!

I'M CONVINCED WE'VE GOT TO *ACT*... TO BEGIN AN *INVESTIGATION* OF THIS SO-CALLED *"MUTANT MENACE"!!*

IT'S *YOUR DECISION*, FRED.. BUT, I SUGGEST WE LET THE *PAPERS* IN ON IT!

MANY CITIES ARE REPORTING CONDITIONS OF *NEAR PANIC!*

STAN LEE PROUDLY PRESENTS A PACE-SETTING PINNACLE OF PERFECTION BY *ROY THOMAS* AND *WERNER ROTH!*

OF COURSE, *JOHN VERPOORTEN*, INKER, AND *SAM ROSEN*, LETTERER, ALSO DID *THEIR* PALPITATING PART!

THUS IT IS THAT A FATEFUL *CHAIN OF EVENTS* IS BEGUN ...ONE WHICH IS TO HAVE THE GRAVEST IMPLICATIONS FOR *MANKIND!* FOR, THE FOLLOWING MORNING, IN NEW YORK'S *WESTCHESTER COUNTY*...

I'M ALWAYS GLAD WHEN I'VE *PASSED* THIS PLACE 'WAY OUT HERE! SOMEHOW, IT GIVES ME THE *CREEPS!*

I'VE DELIVERED THE PAPERS OUT HERE EVERY DAY FOR *MONTHS*... BUT I'VE NEVER SEEN A SIGN OF *LIFE*... ..EXCEPT THAT, ONCE A WEEK, SOMEBODY LEAVES THE *COLLECTION MONEY* UNDER THE DOORMAT!

YET, NO SOONER HAS THE UNEASY LAD FADED INTO THE DISTANCE, THAN THE FRONT DOOR SLOWLY *OPENS*... AND A GAUNT *HAND* APPEARS...

THAT BOLD *HEADLINE!* COULD IT *BE*...?

THE NEW YORK TIMES
MUTANTS

MOMENTS LATER, IN THE GLOOM OF A SEMI-DARKENED STUDY, A PAIR OF TRAINED EYES READ THE *FEATURE STORY*... DIGESTING EVERY WORD AT A FLEETING *GLANCE*...

SO...IT'S COME AT *LAST!*

THE VERY THING I *KNEW* MUST ONE DAY HAPPEN!

THE HUMAN RACE HAVE DISCOVERED THE PRESENCE OF *MUTANTS* IN THEIR MIDST!

ACCORDING TO THIS ACCOUNT, THE *FBI* IS BEGINNING A SPECIAL *INVESTIGATION*... AS OF *TODAY!*

THEN, I DARE PLAY THE ROLE OF *RECLUSE* NO LONGER!

I MUST LEAVE FOR *WASHINGTON*... AT *ONCE!*

AND SO, HIS MIND FIRMLY DECIDED ON A COURSE OF ACTION, THE MAN NAMED *CHARLES XAVIER* WASTES NOT A SINGLE SECOND---

THE TIME HAS COME TO *ACT*... TO END MY SELF-IMPOSED *EXILE!*

BOTH *HUMANITY* ...AND THOSE IT CALLS *MUTANTS*... MUST BE *PROTECTED!*

I CAN ONLY HOPE THAT I HAVE NOT DELAYED *TOO LONG!*

LIKE A MAN PLAYING A ROLE WRITTEN BY *DESTINY* ITSELF, PROFESSOR XAVIER MOVES TO A SPECIALLY-DESIGNED *ELEVATOR*...

SINCE THE TRAGEDY THAT BEFELL MY STEP-BROTHER IN *KOREA,** I'VE LIVED A LIFE *APART*...ALONE WITH MY OWN TORMENTING *THOUGHTS!*

I HAD THOUGHT TO *BLOT OUT* ALL MEMORY OF THAT EVENT--- BY SEEING *NO ONE!*

BUT, NOW I KNOW THAT THIS HOUSE HAS BEEN NOT ONLY MY *REFUGE*, BUT ALSO MY *PRISON!*

*AS SO DRAMATICALLY PORTRAYED IN *X-MEN* #12! ... STAN.

IN A REMARKABLY SHORT TIME, A HIGH-SPEED *HELI-COPTER* IS STREAKING ACROSS THE POTOMAC RIVER ... TOWARDS A VERY DEFINITE *GOAL* ...

FOR MONTHS, I'VE TOLD MYSELF THAT I WOULD NEVER AGAIN INVOLVE MYSELF IN THE AFFAIRS OF *HOMO SAPIENS!*

SWOOSH!

HOW IRONICAL THAT IT TOOK MERELY ONE *NEWSPAPER ARTICLE* TO MAKE ME SEE THAT *MY* FATE... AND THAT OF *HUMANITY*... ARE INEXTRIC-ABLY *EN-TWINED!*

MINUTES LATER, IN FRONT OF A CERTAIN *STRUCTURE* MENTIONED IN THE NEWSPAPER ...

LOOK, MAC... I DON'T KNOW JUST WHO YOU THINK YOU *ARE*...

BUT, *NOBODY* GETS INTO THIS PLACE...UNLESS HE'S *SENT* FOR!

YOUR CONCERN FOR YOUR SUPERIORS' SAFETY IS *APPRECIATED*, GENTLEMEN... BUT THE FACT REMAINS THAT I AM GOING *IN!*

DEN. BUILDING

THAT I'D LIKE TO *SEE!*

THE NEXT SECOND, WITHOUT *WARNING*...

YOU *SHALL* SEE ME ENTER... *ALL* OF YOU!

WE WILL REMEMBER ...*NOTHING!*

BUT, I'M AFRAID THAT I CANNOT ALLOW YOU TO TRY TO *STOP* ME.. OR EVEN TO *REMEMBER* WHAT YOU SEE!

IS THAT QUITE *CLEAR?*

IT WAS A SIMPLE MATTER FOR ME TO MENTALLY OVER-WHELM THEIR NON-MUTANT *MINDS!*

NICE *DAY* TODAY, EH, CHARLIE?

YEAH! STILL, I KIND'A WISH WE'D SEE SOME *ACTION* ONCE IN A WHILE!

BUT, IT'S BETTER THAT THEY NOT *RECALL* WHAT OCCURRED...THAT NO ONE KNOW OF MY POWERS WHO DOES NOT *NEED* TO KNOW!

NOTHING EVER *HAPPENS* AROUND HERE!

AND, INSIDE THE MULTI-STORIED BUILDING, THE FORE-GOING SCENE IS *REPEATED*... ON A MUCH LARGER *SCALE*...

FORTUNATELY, THE NEWSPAPER STORY GAVE THE *NAME* OF THE MAN WHO IS CONDUCTING THE *MUTANT INVESTIGATION!*

THUS, I CAN FIND HIM MORE *QUICKLY*... WITHOUT HAVING TO READ THESE PEOPLE'S *MINDS!*

MEANWHILE, ON ANOTHER FLOOR, COMPLETELY UNAWARE OF THESE EVENTS, TWO MEN ARE CAREFULLY REGARDING A SMALL *MOVIE SCREEN* ...

THIS IS THE *TENTH TIME* WE'VE RUN THIS FILM, FRED! WHAT MORE CAN WE HOPE TO *LEARN* FROM IT?

I'M NOT *SURE*, BILL!

BUT, IT'S OUR FIRST REAL *CLUE*... OUR ONLY PROOF THAT MUTANTS EVEN *EXIST!*

THEN, AS THE SHORT FILM ... RECORDED BY CHANCE BY TV NEWS CAMERAS ... BEGINS ...

THAT HUGE CRATE CONTAINS AN AIR-CONDITIONING UNIT!

IT WAS BEING LIFTED INTO PLACE ATOP A MIDTOWN OFFICE BUILDING,

GOOD HEAVENS! THE CRANE.. THAT BEAM OF SCARLET LIGHT BROKE IT!

"THE SEEMINGLY DOOMED SPECTATORS BELOW ALL FLED IN PANIC ... ALL SAVE ONE!"

"LOOK, BILL, AT HOW HE'S REACHING TO HIS TEMPLES ... GRASPING HIS SUNGLASSES.."

"THE FOLLOWING INSTANT ..."

ZAP!

IT--IT CAN'T BE! IT DISINTEGRATED.. INTO THIN AIR!!

"YET, IT TOOK THE CROWD ONLY SECONDS TO TURN ON THEIR UNKNOWN BENEFACTOR ... WHO LUCKILY MANAGED TO SLIP AWAY.."

HE MUST'A BEEN SOME KIND OF MUTANT ... A MONSTER WITH DEADLY POWERS!

THEN ... HE'S MORE DANGEROUS THAN A FALLING CRATE ... BY FAR!

BUT, WHERE IS HE? HE'S GONE!!

AND, AS THE ALL-IMPORTANT FILM STRIP COMES TO AN END ...

IT'S UNCANNY! THERE'S SOMETHING ABOUT THE THOUGHT OF MUTANTS ... OF OTHERWISE NORMAL HUMAN BEINGS BORN WITH SOME EXTRA POWER ... THAT DRIVES MANKIND TO DISTRUST ... FEAR ... EVEN HATRED!

SOMEHOW, I'M SURE THAT THE SAME YOUNGSTER WHO SAVED THE CROWD IS THE ONE WHOSE POWER HAD ENDANGERED IT--PROBABLY ACCIDENTALLY!

CAN WE BE SURE IT WAS AN ACCIDENT?

NOT YET ... NOT UNTIL WE CONFRONT THAT BOY HIMSELF..!

ABRUPTLY, WITHOUT WARNING, A THIRD VOICE IS HEARD IN THE ROOM ...

WHEN AND IF YOU DO CONFRONT THAT LAD, GENTLEMEN ... MAY I SUGGEST THAT I BE THERE! MY PRESENCE MAY BE MORE IMPORTANT THAN YOU DREAM!

WHAT..? A MAN IN A WHEELCHAIR! I DIDN'T HEAR ...

MY NAME IS XAVIER ... PROFESSOR CHARLES XAVIER!

HOW IN BLAZES DID HE GET IN HERE ... PAST OUR ARMED SECURITY?

WELL, MAYBE WE DON'T KNOW HOW HE GOT *IN*... BUT I SURE KNOW HOW HE'S GONNA GET *OUT!*

SURELY, WE'VE NOTHING TO FEAR FROM AN *INVALID!* I ...=*UNNHHH!*=

NO MATTER HOW HARD I *PUSH*... THE WHEEL-CHAIR WON'T *BUDGE!*

YOU MERELY *THINK* YOU ARE PUSHING WITH ALL YOUR MIGHT!

IN REALITY, IT IS *YOU* WHO ARE IM-MOBILIZED... BY *ME!*

YOU? THEN, YOU MUST BE A *MUTANT*... SET ON STOPPING OUR *INVESTI-GATIONS!*

I'M A *MUTANT*, TRUE... BUT MY PURPOSE IN COMING HERE IS FAR DIFFERENT THAN YOU *SUSPECT!*

YOU ARE THE ONE I'VE COME TO SEE... BECAUSE YOU, AGENT *FRED DUNCAN*, ARE IN *CHARGE* OF THAT INVESTIGATION!

HE'S MADE NO *OVERT MOVE*... BUT, I'D BETTER FIRE AT THE *WALL*... TO BRING THE *GUARDS!*

HOLY HANNAH! I.. I CAN'T EVEN PULL THE *TRIGGER!*

A SOMEWHAT *MELODRAMATIC* USE OF MY VAST MENTAL POWERS, I'LL ADMIT... BUT *EFFECTIVE*, NONETHELESS!

NOW, PERHAPS YOU'LL *LISTEN* FOR A FEW MINUTES, WHILE I EXPLAIN WHO I AM... AND WHY I'VE *COME* HERE!

THEN, TO HIS SOMEWHAT *CAPTIVE AUDIENCE*, CHARLES XAVIER INTRODUCES HIMSELF... AND TELLS OF HIS EXTRAORDINARY *POWERS*...

... BUT, AS YOU YOURSELF HAVE GUESSED, MUTANTS MAY BE EITHER *GOOD*... OR *EVIL!*

EVEN THAT TORTURED *BOY* IN THE NEWSREEL IS DOUBTLESS AS FRIGHTENED OF THE *CROWD* AS THEY OF HIM!

YOU MAKE SENSE *SO FAR!* GO ON!

I PROPOSE TO *HELP* YOU... AND THE *HUMAN RACE* ... BY TRACKING DOWN MYSELF THE *MUTANTS* IN THIS COUNTRY!

THEY WOULD SCARCELY TRUST AN *OUTSIDER*.. BUT PERHAPS ONE OF *THEM*--

I GOTTA ADMIT... IT MIGHT JUST *WORK!* WE HAVE SOME *LEADS* ON WHO SOME OF THE MUTANTS ARE... BUT WE HAVEN'T FIGURED OUT HOW TO *APPROACH* THEM!

MAYBE WE'VE *FLIPPED*, FRED... BUT IT MAY BE OUR ONLY *CHANCE!*

NOT MERELY *YOUR* ONLY CHANCE, GENTLEMEN... BUT POSSIBLY THE ONLY CHANCE FOR *MANKIND!*

IF THEY ARE HOUNDED.. *PERSECUTED*... THEY MAY BAND TOGETHER TO BECOME THE VERY *MENACE* THAT YOU FEAR!

OKAY, XAVIER.. YOU'VE SOLD *FRED DUNCAN!*

WE'LL SUPPLY YOU WITH THE *INFO* WE HAVE... AND YOU REPORT AT INTERVALS TO *US!**

EXCELLENT, AGENT DUNCAN! I'LL KEEP IN TOUCH REGARDING MY *PROGRESS!*

LET US HOPE WE HAVE BOTH REASONED *CORRECTLY!*

ON *US* MAY DEPEND THE *SURVIVAL* OF ALL *HUMANITY!*

*AS SEEN IN ISH #2! --SET-THE-RECORD-STRAIGHT STAN.

NEXT ISH: The ORIGIN of... CYCLOPS!